

Benesch, Friedlander, Coplan & Aronoff LLP
39 Broadway, 25th Floor
New York, New York 10006
(302) 442-7010
Michael J. Barrie (No. 5057450)
Kevin M. Capuzzi (Admitted *Pro Hac Vice*)

Counsel to the MCG Landlords

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----	X
In re:	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, <i>et al.</i>,	: Case No. 18-23538 (RDD)
	:
Debtors.¹	: (Jointly Administered)
	:
-----	X

**JOINDER OF MCG LANDLORDS IN OBJECTION OF VARIOUS LANDLORDS TO
NOTICES OF FILING OF REVISED PROPOSED ORDER (I) APPROVING THE ASSET
PURCHASE AGREEMENT AMONG SELLERS AND BUYER, (II) AUTHORIZING THE
SALE OF CERTAIN OF THE DEBTORS' ASSETS FREE AND CLEAR OF LIENS,
CLAIMS, INTERESTS AND ENCUMBRANCES, (III) AUTHORIZING THE
ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS, AND
LEASES IN CONNECTION THEREWITH AND (IV) GRANTING RELATED RELIEF**

Now come MCG VA Sears, LLC, VCP Hampton Sears, LLC, MCG Rock Hill, LLC, and
VCP Rock Hill Storage, LLC (collectively, the "MCG Landlords"), by its undersigned counsel,
and hereby joins and adopts the Objection of Various Landlords as stated in Docket Numbers 2380

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

and 2380-1 (the “Objection”), as if the same were set forth fully herein, to the *Notice of Filing Revised Proposed Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer (II) Authorizing the Sale of Certain of the Debtors’ Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection Therewith and (IV) Granting Related Relief* [Docket No. 2332] and the *Notice of Filing Second Revised Proposed Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer (II) Authorizing the Sale of Certain of the Debtors’ Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection Therewith and (IV) Granting Related Relief* [Docket No. 2378]. As set forth in the Objection, the MCG Landlords respectfully request that in the event the Court approves the proposed sale of substantially all of the Debtors’ business assets to the Buyer, that any order approving the sale incorporate the changes outlined in the Landlord Proposed Sale Order attached as Exhibit A to the Objection.

RESERVATION OF RIGHTS

The MCG Landlords expressly reserve the right to amend, supplement, and/or modify this Joinder and to file in the future additional appropriate pleadings.

CONCLUSION

WHEREFORE, the MCG Landlords request that (i) if the Court approves the proposed sale of substantially all of the Debtors’ business assets to the Buyer, any order approving the sale incorporate the changes outlined in the Landlord Proposed Sale Order attached as Exhibit A to the Objection, and (ii) grant to the MCG Landlords such other and further relief as is just and appropriate.

Dated: New York, New York
February 5, 2019

**BENESCH, FRIEDLANDER, COPLAN
& ARONOFF LLP**

By: /s/ Michael J. Barrie
Michael J. Barrie (No. 5057450)
Kevin M. Capuzzi (Admitted *Pro Hac Vice*)
39 Broadway, 25th Floor
New York, NY 10006
(302) 442-7010
mbarrie@beneschlaw.com
kcapuzzi@beneschlaw.com

Counsel to the MCG Landlords

MOON WRIGHT AND HOUSTON, PLLC

/s/ Andrew T. Houston
Andrew T. Houston (NC Bar No. 36208)
(*Pro Hac Vice Admission Forthcoming*)
121 West Trade Street, Suite 1950
Charlotte, North Carolina 28202
Telephone: (704) 944-6560
Facsimile: (704) 944-0380

Counsel to the MCG Landlords